

L04000089384

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

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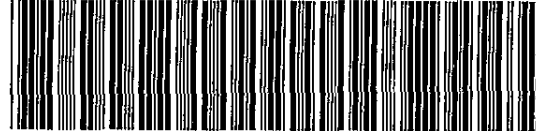
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
AND BUSINESSES

Timothy J. Warfel
 Requestor's Name
 2015 Centre Pointe Boulevard
 Suite 105 Address
 Tallahassee, FL 32308 942-1919
 City/State/Zip Phone #

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 TALLAHASSEE, FLORIDA
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Rose Private School, LLC
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☒ Will wait ☐ Photocopy ☐ Certificate of Status

| NEW FILINGS | |
|-------------------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input checked="" type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|--|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/QUALIFICATION | |
|----------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 9, 2004

TIMOTHY J. WARFEL
2015 CENTRE POINTE BLVD.
STE. 105
TALLAHASSEE, FL 32308

SUBJECT: ROSE PRIVATE SCHOOL, LLC
Ref. Number: W04000045087

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for ROSE PRIVATE SCHOOL, LLC and your check(s) totaling \$375.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6890.

Jason Merrick
Document Specialist

Letter Number: 704A00068976

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04 DEC 10 AM 11:37
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

ROSE PRIVATE SCHOOL, LLC

The undersigned Members hereby file these Articles of Organization in order to form a limited liability company (the "Company") under the laws of the State of Florida.

ARTICLE I

Name

The name of the Company shall be Rose Private School, LLC.

ARTICLE II.

Nature of Business

The Company may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III.

Death, Retirement, Resignation, Etc. of a Member

The remaining Members, if more than one, shall have the right to continue to carry on the business of the Company in the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or upon the occurrence of any other event which terminates the continued membership of a member in a limited liability company.

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TALLAHASSEE, FLORIDA

ARTICLE IV.

Admission of Additional Members

Except as otherwise provided in the Operating Agreement, new members may be admitted by agreement of all existing Members upon payment of contribution agreed upon by the Members at the time of admission.

ARTICLE V.

Management by the Members

Management of the Company is reserved to the members. The initial managing Members and their addresses are:

John Stephen Rose, 1268-B Timberlane Road, Tallahassee, Florida 32312.

Elaine Overstreet Rose, 1268-B Timberlane Road, Tallahassee, Florida 32312

ARTICLE VI.

Duration of Company's Existence

The Company shall exist until December 31, 2026 unless dissolved according to law.

ARTICLE VII.

Address of Registered Office, Registered Agent and Principal Office

The address of the initial registered office and principal office of the Company in the State of Florida shall be 1268-B Timberlane Road, Tallahassee, Florida 32312. The name of the initial registered agent of the Company at the above address shall be John Stephen Rose. The Company may from time to time change the registered office to any other address in the State of Florida or change the registered agent. The mailing address of the Company shall be 1268-B Timberlane Road, Tallahassee, Florida 32312.

ARTICLE VIII.

Transactions in Which Members

Are Interested

(a) No contract or other transaction between the Company and one or more of its Members, or between the Company and any other Company, firm, or entity in which one or more of the Company's Member(s) are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such Member(s) are present at or participate in the meeting of the Members or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Members or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose, without counting the votes or consents of such interested Members; or

(2) The fact of such relationship or interest is disclosed or known to the Members entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Company at the time it is authorized.

(b) Interested Members may be counted in determining the presence of a quorum at a meeting of the Members or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE IX.

Indemnification of Members and Managers

The Company hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any Member or manager made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or on behalf of the Company to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as a Member or manager of the Company or a Members, manager, Director, officer, employee or agent of any other company, partnership, joint venture, trust or other enterprise in which he served at the request of the Company, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, to the fullest extent permitted by Florida law and in accordance with the procedures specified by Florida law for determining the legality, applicability or appropriateness of such indemnification.

ARTICLE X.

Amendment

These Articles of Organization may be amended in any manner now or hereafter provided for by law and all rights conferred upon Members hereunder are granted subject to this reservation.

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Florida Statutes Section 48.091 and 608.415, the following is submitted:

Rose Private School, LLC, desiring to organize as a limited liability company under the laws of the State of Florida, has designated 1268-B Timberlane Road, Tallahassee, Florida 32312, as its initial Registered Office and has named John Stephen Rose located at said address, as its initial Registered Agent.


JOHN STEPHEN ROSE


ELAINE OVERSTREET ROSE

Having been named Registered Agent for the above stated Company, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping the office open.


JOHN STEPHEN ROSE

IN WITNESS WHEREOF, the undersigned, being the original subscribing Members to the foregoing Articles of Organization have hereunto set their hands and seals this 8th day of December, 2004.


JOHN STEPHEN ROSE


ELAINE OVERSTREET ROSE